

McGLINCHEY STAFFORD LANG

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INTERSTATE COMMERCE COMMISSION

SEP 1 1993 4 4 PM
INTERSTATE COMMERCE COMMISSION

August 31, 1993

SEP 1 1993 2 2 PM

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 3)

SEP 1 1993 2 2 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1993, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993 between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14515-A and 14515-B, respectively; and the First Supplement to Equipment Trust

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
August 31, 1993
Page 2

Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 88 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of the Bank, the Trustee, is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Second Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

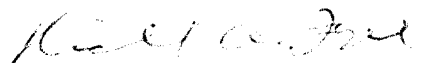
- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering 38 railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between the Company (as Assignor), and the Bank, as Trustee, and covering 38 railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1993, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various

McGLINCHEY STAFFORD LANG
A LAW CORPORATION

Secretary
August 31, 1993
Page 3

railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1993, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 15, 1984 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps
Enclosures

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EXHIBIT A

1. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
38	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59137-59174

TRINITY INDUSTRIES LEASING COMPANY

14575-K
FILED

Equipment Trust, Series 3

SEP 1 1993 2 22 PM

Bill of Sale

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated the 30th day of August, 1993, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), a national banking association, as successor Trustee (hereinafter called "Buyer"), as contemplated by the Second Supplement to Equipment Trust Agreement dated as of August 30, 1993, supplementing and amending the Equipment Trust Agreement dated as of December 15, 1984 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The thirty-eight (38) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:

F. Dean Phelps

F. Dean Phelps
Vice President

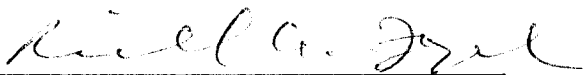
[SEAL]

ATTEST:

Will D. Shoye
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 27 day of August, 1993 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission expires:

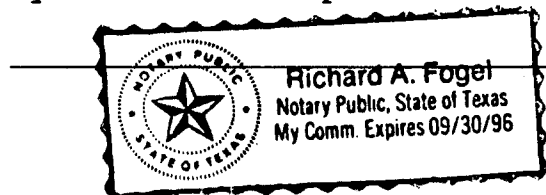


EXHIBIT A

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38	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59137-59174

Series 3

EXHIBIT B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Initialed Capacity</u>	<u>Car Numbers</u>	<u>Earliest Service</u>
38 Hopper Cars	Lo	5,851 cu.ft.	TILX 59137-59174	5/93